

126

GERMAN LARREA MOTA-VAELASCO
Avenida Baja California 200
Colonia Roma Sur
Ciudad de México, México 06760

OSCAR GONZALES ROCHA
275 East Camelback Road
Phoenix, Arizona

DANIEL TELLECHEA SALIDO
275 East Camelback Road
Phoenix, Arizona

VERIFICACIÓN

El infrascrito, un abogado autorizado a ejercer en los Tribunales del Estado de Nueva York, es el abogado que representa formalmente a Phillip Nelson Burns, Mirjana Pavkovich, la Administradora del Caudal Hereditario de Rade Pavkovich, Difunto, y Warren Elmer Halfpap, en la acción judicial adjunta; el declarante ha leído la Demanda precedente y conoce el contenido de esa [demanda]; la misma es la verdad según el conocimiento del declarante, menos los asuntos en esa [demanda] declarados ser hechos basados en información y entendimiento, y en cuanto a esos asuntos, el declarante los cree ser la verdad. Esta verificación se hace por el declarante y no por el demandante porque los demandantes viven fuera del Condado donde el abogado mantiene su oficina para el ejercicio de la abogacía.

[Firma ilegible]

Arthur Luxenberg

-128

JUNAL SUPREMO DEL ESTADO DE NUEVA YORK
DADO DE NUEVA YORK

ELF NELSON BURNS, MIRJANA
KOVICH, Administradora del Caudal
Hario de Rade Pavkovich, Difunto, y
IREN ELMER HALFPAP,

Demandante(s),

Índice #:

Hon.

CERTIFICACIÓN

Conforme a *NYCRR*
Sección 130-1.1a(b)

PO MEXICO S. A. de C.V., una
Mexicana, SOUTHERN PERU
ING CORPORATION, una corporación
SOUTHERN PERU HOLDING
PORATION II, una corporación de
GRUPO MINERO MÉXICO
RNACIONAL, S. A. DE C.V., una
Mexicana, COMPAÑÍA
MEXICANA de COBRE, una corporación
JP MORGAN CHASE &
MPANY antes conocido como CASE
NHATTAN BANK & TRUST COMPANY,
corporación de Delaware, AMERICAS
ING CORPORATION, una corporación de
ware, ERNST & YOUNG LLP, ERNST &
ING CORPORATE FINANCE, LLC,
MAN LARREA MOTA-VAELASCO,
al y Director de ASARCO, Inc., OSCAR
ZALES ROCHA Oficial y Director de
RSCO, Inc., DANIEL TELLECHEA
IDO Oficial y Director de ASARCO, Inc.

Demandado(s)

129

presente certifico conforme a 22 NYCRR Sec. 130-1.1a(b) que, según mi leal
información, formado después de investigación razonable dadas las
la presentación de los documentos enumerados abajo o las contenciones en eso no
según se define en a 22 NYCRR Sec. 130-1.1(c).

Nueva York, Nueva York
15 de octubre de 2004

WEITZ & LUXENBERG, P.C.
Una Corporación Profesional de Nueva York
180 Maiden Lane
Nueva York, NY 10038
(212)558-5500
Telefacsimil (212)344-5461

Por: [Firma ilegible]
Arthur Luxenberg

130

04114728

Tribunal Supremo del Estado de Nueva York
Estado de Nueva YorkMILTON NELSON BURNS, MIRJANA PAVKOVICH,
Administradora del Caudal Hereditario de Rade Pavlovich, Difunto,
ARREN ELMER HALFPAP,

Demandante(s),

-contra-

MEXICO S.A. de C.V., una corporación mexicana, y otros,

Demandados.

CITACIÓN Y DEMANDA

WEITZ & LUXENBERG, P.C.
Abogados de DEMANDANTES
180 Maiden Lane
Nueva York, NY 10038
(212) 558-5500BARON & BUDD
Una Corporación Profesional
The Centrum, Suite 1100
3102 Oak Lawn Avenue
Dallas, Tejas 75219
(214) 521-3605

ado(s) de

Fotocopia de una copia de lo adjunto
se admite con la presente.
Fecha: 15 de octubre de 2004

APS International, Ltd.

CERTIFICATE OF TRANSLATION-AFFIDAVIT OF ACCURACY

State of Minnesota)
County of Hennepin) s.s.

I, the undersigned, being duly sworn, depose and state:

I am qualified to translate from the English language into
Spanish language by virtue of being thoroughly conversant and
skilled in these languages.

I have carefully made the translation appearing on the attached
page(s) and have read it after it was completed; and the said translation is
an accurate, true and complete rendition into the Spanish language
from its original English text, and nothing has been added thereto
omitted therefrom, to the best of my knowledge and belief.

Diane Myers
Translator

[Signature]
Subscribed and sworn before me this
12 day of May 2008.

Case Caption: Burns

vs.

Grupo Mexico

GREGORY K. JOHNSON
NOTARY PUBLIC-MINNESOTA
MY COMMISSION EXPIRES 1-31-2011

APS International, Ltd.

RECIBIDO DE TRADUCCION-DECLARACION JURADA DE EXACTITUD

County of Minnesota)
) s.s.
City of Hennepin)

Yo, el(la) abajo firmante, siendo debidamente jurado(a), depongo y

Soy capacitado(a) para traducir del idioma inglés al idioma español
 la virtud de ser completamente versado(a) y cursado(a) en estos

No he hecho una traducción cuidadosamente de la(s) hoja(s) (s) y la he leído despues de que fue terminada; y dicha traducción es interpretación exacta, verdadera y completa al español de su texto del idioma inglés, y no ha sido añadido ni omitido nada, según mi saber y entender.

Diane Myers
Traductor(a)

jurado ante mí este
de Marx 2005

Nombre de la Acción: Burns

VS.

13. Grupo Mexico

GREGORY K. JOHNSON
NOTARY PUBLIC - MINNESOTA
MY COMMISSION EXPIRES 1-31-2016

AUTHORIZED TO SERVE JUDICIAL PROCESS UNDER THE UNITED STATES FEDERAL RULES OF CIVIL PROCEDURE AND
 JUDICIAL PROCEDURE OF THE STATE OF: New York

REQUEST

133

FOR SERVICE ABROAD OF JUDICIAL OR EXTRAJUDICIAL DOCUMENTS

DEMANDE

AUX FINS DE SIGNIFICATION OU DE NOTIFICATION A L'ÉTRANGER
 D'UN ACTE JUDICIAIRE OU EXTRAJUDICIAIRE

Convention on the Service abroad of judicial and extrajudicial documents in civil or
 commercial matters, signed at The Hague, November 15, 1965.

Convention relative à la signification et à la notification à l'étranger des actes judiciaires ou extrajudiciaires en matière civile
 ou commerciale, signée à La Haye le 15 Novembre 1965.

Address of the applicant
 Adresse du requérant

INTERNATIONAL, LTD
 National Plaza
 Mary Road
 Minnesota 55439-3122

776 Fax: 952.831.8150
 CivilActionGroup.com

Address of receiving authority
 Adresse de l'autorité destinataire

Ministry of Foreign Relations
 Office of the General Directorate of Legal Matters
 Litigations Department Division of Rogatories
 and Embassy Relations
 Flores Magón No. 1, Col. Tlatelolco
 Mexico D.F.
 06995
 Mexico

The applicant has the honour to transmit – in duplicate – the documents listed below and, in conformity with article 5 of the above-
 requests prompt service of one copy thereof on the addressee, i.e.,

(The address)
 Je prie à l'honneur de faire parvenir – en double exemplaire – à l'autorité destinataire les documents ci-dessous énumérés, en la priant
 l'article 5 de la Convention précitée, d'en faire remettre sans retard un exemplaire au destinataire, savoir:

(The address) Grupo Mexico, S.A. de C.V.
 Calle Baja California 200, Colonia Roma Sur, 06760 Mexico City, Mexico

(The address)
 in accordance with the provisions of sub-paragraph (a) of the first paragraph of article 5 of the Convention.*

(The address) (article 5, alinea premier, lettre a).

(The address) in accordance with the following particular method (sub-paragraph (b) of the first paragraph of article 5)*:

(The address) la méthode particulière suivante (article 5, alinea premier, lettre b):

(The address) delivery to the addressee, if he accepts it voluntarily (second paragraph of article 5)*.

(The address) par remise simple (article 5, alinea 2).

(The address) requested to return or to have returned to the applicant a copy of the documents – and of the annexes* – with a certificate as provided

(The address) je prie de renvoyer ou de faire renvoyer au requérant un exemplaire de l'acte – et de ses annexes – avec l'attestation figurant au verso.

and
 11/1/2007

Summons and Second Amended

Summons and First Amended Verified

Verified Complaint with Certification

Document to be Served

Done at

Fait à Minneapolis, Minnesota, U.S.A.

, the
 le

5-17-05

Signature and/or stamp.
 Signature et/ou cachet.

Diane K. Myers

(Formerly OBD-116 which was formerly LAA-116,
 both of which may still be used)

USM-94

(Est. 11/22/77)

SUM

Convention on the s

Convention relative à la
en mali

- the (date)
- le (date) _____
- at (place, street, number)
- à (localité, rue numéro)

requesting authority: _____
requérante: _____

APS Internatio!

- Burns v. Grupo Me

- Proposed Order, Supplement:
Complaint with Certification, Su

the document:

- The purpose of t
it has been started a
the proceedings and, wh
ence, le cas échéant, le
examiné as a result of th
ing appearance**:

- Representation: Defendant
 FIRM: BERG, P.C., 180 M:
 Address: Dallas, Texas 75219
 Judgment: **
 Decision: N/A

N/A

the document**:
 I am not in the act: _____
 of the answer upon pl:
 may result in the plaint

Result in the plaint

of the document:
N/A

* le document**:

Done at
Fait à

Signature and/or stamp.
Signature et/ou cachet.

Delete if inappropriate.
 Rayer les mentions inutiles.

SUMMARY OF THE DOCUMENT TO BE SERVED
ELEMENTS ESSENTIELS DE L'ACTE

134

Convention on the service abroad of judicial and extrajudicial documents in civil or commercial matters, signed at The Hague, November 15, 1965.

Convention relative à la signification et à la notification à l'étranger des actes judiciaires et extrajudiciaires en matière civile ou commerciale, signée à La Haye, le 15 Novembre 1965.

(article 5, fourth paragraph)
 (article 5, alinéa 4)

requesting authority:

Diane K. Myers

requerante:

APS INTERNATIONAL, LTD

APS International Plaza, 7800 Glenroy Road, Minneapolis, Minnesota 55439-3122, U.S.A.

le 5 of the Convention

Buns v. Grupo Mexico S.A. de C.V.

Order, Supplemental Summons and Second Amended Verified Complaint, Supplemental Summons and First Amended Verified Complaint, Complaint with Certification, Summary of the Document to be Served, Translation

JUDICIAL DOCUMENT**
ACTE JUDICIAIRE

document:

The purpose of this document is to inform Grupo Mexico, S.A. de C.V.

has been started against them and that they have been joined as a defendant.

proceedings and, where appropriate, the amount in dispute:

le cas échéant, le montant du litige: Plaintiffs' claim against the defendant is for damages and other relief in an amount as a result of the defendant's constructive fraud, actual fraud, and fraudulent conveyance.

appearance**:

Defendant is required to answer the complaint and serve a copy of the answer on plaintiffs' attorneys, BERNBERG, P.C., 180 Maiden Lane, New York, NY 10038 USA / BARON & BUDD, The Centrum, Suite 1100, 3102 North Dallas, Texas 75219 USA within 30 days after service of the attached documents.

document**:

N/A

reimburse the expenses

N/A

document**:

ont le détail figure

document dans l'acte:

Defendant has 30 days after service of the attached documents in which to answer the complaint

nos and First Amended

of the answer upon plaintiffs' attorneys.

may result in the plaintiff(s) taking a default judgment against the defendant for the relief demanded in the

EXTRAJUDICIAL DOCUMENT**
ACTE EXTRAJUDICIAIRE

document:

N/A

document**:

document dans l'acte

N/A

name and address of the person interested in the transmission of the document.
 nom et adresse de la personne intéressée à la transmission de l'acte.

At an IAS Part 60 of the Supreme 135
 Court of the State of New York,
 County of New York, at the
 Courthouse located at, 60 Centre
 Street, New York, New York on the
16 day of December 2004.

PRESENT: B. Trial Justice

PHILIP NELSON BURNS, MIRIANA
 PAVKOVICH, Administrator of the Estate of
 Rade Pavkovich, Deceased, and WARREN
 ELMER HALFPAP,

Plaintiff(s),

-against-

Index No.: 114728/04

PROPOSED ORDER

GRUPO MEXICO S. A. de C.V., a Mexican
 Corporation, SOUTHERN PERU HOLDING
 CORPORATION, a Delaware Corporation,
 SOUTHERN PERU HOLDING CORPORATION
 II, a Delaware Corporation, GRUPO MINERO
 MEXICO INTERNACIONAL S. A. DE C.V., a
 Mexican Corporation, COMPANIA MEXICANA
 de COBRE, a Mexican Corporation, JP
 MORGAN CHASE & COMPANY f/k/a CHASE
 MANHATTAN BANK & TRUST COMPANY,
 a Delaware Corporation AMERICAS MINING
 CORPORATION, a Delaware Corporation,
 ERNST & YOUNG LLP, ERNST & YOUNG
 CORPORATE FINANCE, LLC, GERMAN
 LARREA MOTA-VAELASCO, Officer and
 Director of ASARCO, Inc., OSCAR GONZALES
 ROCHIA Officer and Director of ASARCO, Inc.,
 DANIEL TELLECHEA SALIDO Officer and
 Director of ASARCO, Inc.

Defendant(s)

FILED

DEC 20 2004

NEW YORK
 COUNTY CLERK'S OFFICE

Upon reading the Notice of Motion dated November 30, 2004, the affirmation of Gary Klein, Esq., affirmed the 1st day of December, 2004 in support of said motion, and there being no opposition thereto it is hereby

ORDERED, that Plaintiffs Motion to Appoint Special Process Server to Effect Service of Process on an Unauthorized Foreign Corporation Pursuant to the Hague Convention is GRANTED; and it is further

ORDERED, that APS International, Ltd. is authorized to effect service of process on the defendants, Grupo Mexico S. A. de C.V., Grupo Minero Mexico Internacional, Compania Mexicana de Cobre, German Larrea Mota-Velasco, Oscar Gonzales Rocha and Daniel Tellechea Salido in Mexico in accordance with the Hague Convention on the Service Abroad of Judicial and Extra-Judicial Documents in Civil or Commercial Matters, TIAS #10072 (U.S. Treaties & Other International Acts) and 20 UST 361 (U.S. Treaties & Other International agreements) and International Law.

ENTER

J.S.C.

BERNARD J. FRIED
J.S.C.

NY 164860

STATE OF NEW YORK
COUNTY OF NEW YORK
JUDICIAL CLERK
COUNTY CLERK'S OFFICE
OF THE SUPREME COURT
NEW YORK COUNTY
JUDICIAL CLERK

NY-164860

THIS DOCUMENT CONTAINS
CITY OF NEW YORK
FILED IN NEW YORK

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COUNTY CLERK'S OFFICE

COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

137
PENELON BURNS, MIRJANA PAVKOVICH,
Administrator of the Estate of Rade Pavkovich, Deceased,
WARREN ELMER HALFPAP,
Plaintiffs,

against
MEXICO S. A. de C.V., A Mexican Corporation, et al.
Defendants.

PROPOSED ORDER

Attorneys for

WEITZ & LUXENBERG, P.C.

180 Maiden Lane
New York, NY 10038
(212) 558-5500

NYCRR 130-1.1, the undersigned, an attorney admitted to practice in the courts of New York
states that, upon information and belief and reasonable inquiry, the contentions contained in the
document are not frivolous.

Signature.....

Print Signer's Name.....

copy of the within

is hereby admitted.

Attorney(s) for

TAKE NOTICE

that the within is a (certified) true copy of a
entered in the office of the clerk of the within named Court on

that an Order of which the within is a true copy will be presented for settlement to the
Hon. one of the judges of the within named Court,

on 20, at

M

WEITZ & LUXENBERG, P.C.

Attorneys for

180 Maiden Lane
New York, NY 10038

Attorney(s) for

-138

COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

NELSON BURNS, MIRJANA
LOVICH, Administrator of the Estate of
Lovich, Deceased, and WARREN
HALFPAP,

Plaintiff(s),

-against-

Index No.: 04/114728

SUPPLEMENTAL SUMMONS

MEXICO S. A. de C.V., a Mexican
SOUTHERN PERU HOLDING
CORPORATION, a Delaware Corporation,
PERU HOLDING CORPORATION
a Delaware Corporation, GRUPO MINERO
INTERNACIONAL, S. A. DE C.V., a
Corporation, COMPANIA MEXICANA
OBRERA, a Mexican Corporation, JP
CHASE & COMPANY f/k/a CHASE
BANK & TRUST COMPANY,
a Corporation AMERICAS MINING
CORPORATION, a Delaware Corporation,
THE YOUNG LLP, ERNST & YOUNG
CORPORATE FINANCE, LLC, GERMAN
EAMOTA-VAELASCO, Officer and
of ASARCO, Inc., OSCAR GONZALES
an Officer and Director of ASARCO, Inc.,
EL TIBILECHEA SALIDO Officer and
of ASARCO, Inc., CREDIT SUISSE
BOSTON, INC., CREDIT SUISSE FIRST
BANK, LLC and CREDIT SUISSE FIRST
BANK (USA), INC.

Defendant(s)

Above named Defendants

You are hereby summoned to answer the Complaint in this action and to serve a copy of
answer or, if the Complaint is not served with this Summons, to serve a Notice of Appearance,

FILED

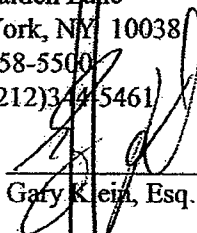
FEB 17 2005

NEW YORK
COUNTY CLERK'S OFFICE

139

Attorney(s) within 20 days after the service of this summons, exclusive of the day
(or within 30 days after the service is complete if this summons is not personally delivered
in the State of New York); and in case of your failure to appear or answer, judgment will
be entered against you by default for the relief demanded in the Complaint.

WEITZ & LUXENBERG, P.C.
A New York Professional Corporation
180 Maiden Lane
New York, NY 10038
(212)558-5500
FAX (212)344-5461

By: 
Gary Klein, Esq.

BARON & BUDD
A PROFESSIONAL CORPORATION
Alan B. Rich, Esq.
The Centrum, Suite 1100
3102 Oak Lawn Avenue
Dallas, Texas 75219
(214) 521-3605
FAX: (214) 520-1181

193016

STATE OF NEW YORK
COUNTY OF NEW YORK, SS:
I, NORMAN GOODMAN,
COUNTY CLERK AND CLERK
OF THE SUPREME COURT,
NEW YORK COUNTY,
DO HEREBY CERTIFY ON

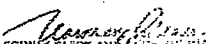
MAR 28 2005

THAT I HAVE COMPARED THIS
COPY WITH THE ORIGINAL
FILED IN MY OFFICE ON

2/17/05

AND THAT THE SAME IS A
CORRECT TRANSCRIPT
THEREFROM AND OF THE
WHOLE OF SUCH ORIGINAL.

IN WITNESS WHEREOF,
I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY
OFFICIAL SEAL.


COUNTY CLERK AND CLERK OF THE
SUPREME COURT, NEW YORK COUNTY
FACSIMILE SIGNATURE USED
PURSUANT TO SEC. 803,
COUNTY LAW.

FEE PAID

FILED
2/17/05
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NEW YORK COUNTY

THE COURT OF THE STATE OF NEW YORK
CITY OF NEW YORK

140

ARNELSON BURNS, MIRJANA
OVICH, Administrator of the Estate of
OVICH, Deceased, and WARREN
HALFPAP,

Plaintiff(s),

Index No.: 04114728

-against-

**SECOND AMENDED
VERIFIED COMPLAINT**

MEXICO S. A. de C.V., a Mexican
SOUTHERN PERU HOLDINGS
CORPORATION, a Delaware Corporation, SPHC
CORPORATION, a Delaware Corporation, GRUPO
MEXICO INTERNACIONAL, S. A.
MEXICANA
MEXICANA S. A. de C.V. a Mexican Corporation,
EXPLORADORA MINERA MEXICO, S.A. de
MEXICANA Corporation, JP MORGAN
CHASE & COMPANY f/k/a CHASE
NORTHAMERICAN BANK & TRUST COMPANY,
CORPORATION, AMERICAS MINING
CORPORATION, a Delaware Corporation,
ERNST & YOUNG LLP, ERNST & YOUNG
CORPORATE FINANCE, LLC, GERMAN
MOTA-VELASCO, Officer and
ASARCO, Inc., OSCAR GONZALEZ
Officer and Director of ASARCO, Inc.,
SUISSE FIRST BOSTON, INC.,
SUISSE FIRST BOSTON, LLC and
SUISSE FIRST BOSTON (USA), INC.

Defendant(s)

by their attorneys, WEITZ & LUXENBERG, P.C. and BARON & BUDD, P.C. for

against Defendants respectfully allege as follows:

PRELIMINARY STATEMENT

This case concerns the acquisition and systematic liquidation of a multi-billion

one hundred year old, U.S. Corporation for the benefit of foreign investors and to the
 of resident creditors. The companies and assets which made up Asarco Incorporated
 (ASARCO) were raided, sold for profit and transferred beyond the direct reach of individuals
 ASARCO injured and owes compensation.

This action arises under the New York Fraudulent Conveyance Act, DEBT. &
 170 *et seq.* and the common law of New York concerning fraud. Plaintiffs all have
 against ASARCO for personal injuries related to asbestos exposure, and are all creditors
 ASARCO. Plaintiffs bring this action on behalf of themselves and as a plaintiff class, as
 below (referred to hereinafter as the "Plaintiff Class").

JURISDICTION, VENUE & CHOICE OF LAW

Jurisdiction and venue are proper in the State of New York and New York County
 N.Y. CIVIL R. art. 5 § 503. New York State Law governs plaintiffs' claims for
 FLO CIVIL

The parties and the principal transfers complained of herein all have a significant
 connection with this jurisdiction. At the time of the Leveraged Buyout ("LBO"), ASARCO's
 headquarters was located in New York City. The corporate headquarters of defendant
 JPMorgan Chase & Company f/k/a Chase Manhattan Bank & Trust Co. ("Chase") is located in
 New York City.

All defendants are authorized to transact business in the state and/or have
 been engaged to supply goods and services within the state. All defendant corporations and business
 have committed tortious acts within the state of New York.

ASARCO, defendant Grupo Mexico S.A. de C.V. ("GRUPO MEXICO"),

1) Americas Mining Corporation ("AMC") and defendant CHASE have all contractually
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Defendant Ernst & Young, LLP and Ernst & Young Corporate Finance LLC
conduct business in this state and county.

Defendants Credit Suisse First Boston, Inc., Credit Suisse First Boston, LLC and
Credit Suisse First Boston (USA) Inc.'s (collectively "CSFB") principal offices are located in
New York City, New York.

The State of New York has the most significant interest in the outcome of this
litigation.

Plaintiffs

10) Plaintiffs are present unsecured creditors of ASARCO whose claims have not
been satisfied. Plaintiffs are persons who were injured by ASARCO and whose tort claims were
filed and unfilled against ASARCO at the time of the fraudulent conveyance(s) at issue.
Plaintiffs all have "claims" against ASARCO and are therefore "creditors" as that term is defined
in the New York Fraudulent Conveyance Act ("the Act"), N. Y. DEBT & CRED. § 270.

11) The Plaintiffs are by name and citizenship: PHILLIP NELSON BURNS, a citizen
of the State of Arizona; MIRJANA PAVKOVICH, Administrator of the Estate of Rade
Pavovich Deceased, a citizen of the State of Arizona; and WARREN ELMER HALFPAP, a
citizen of the State of New York.

Defendants

12) Defendant GRUPO MEXICO S. A. de C.V. ("GRUPO MEXICO") is a Mexican

GRUPO MEXICO may be served with process pursuant to the Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters (the Convention) by providing the Summons and Complaint in proper form to the Mexican Central Authority, which will provide formal service upon GRUPO MEXICO S.A. DE C.V., at its headquarters at Avenue Baja California 200, Colonia Roma Sur, 06760, Mexico City, Mexico.

Entities herein to "GRUPO MEXICO" include GRUPO MEXICO S.A. de C.V. and its subsidiaries and affiliates, defendants Americas Mining Corporation ("AMC"), Controladora Mexicana, S.A. de C.V. ("CMM"), Grupo Mexico Minera Mexico Internacional, S.A. de C.V. ("GMMI") and Mexicana de Cobre S.A. de C.V.

Defendants SOUTHERN PERU HOLDINGS CORPORATION ("SPHC") and SOUTHERN PERU HOLDINGS CORPORATION II ("SPHC II") are incorporated in the State of Delaware and maintain their corporate headquarters at 2575 East Camelback Road, Phoenix Arizona, 85016. The registered service address for both SPHC and SPHC II is the Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801. SPHC is a holding company and was formed as a wholly owned subsidiary of ASARCO to facilitate the transfer of ASARCO's interest in Southern Peru Copper Corporation ("SPCC") to defendant GRUPO MEXICO and/or its affiliates.

Defendant GRUPO MEXICO MINERO MEXICO INTERNACIONAL, S.A. DE C.V. ("GMMI") is a Mexican corporation. GMMI may be served with process pursuant to the Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters (the Hague Convention) by providing the Summons and Complaint in proper form to the Mexican Central Authority, which will provide formal service upon GRUPO MEXICO MINERO MEXICO INTERNACIONAL, S.A. DE C.V., at its headquarters at Avenue Baja California 200, Colonia Roma Sur 06760 Mexico City, Mexico.

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Defendant MEXICANA de COBRE S.A. de C.V. is a Mexican corporation. MEXICANA de COBRE S.A. de C.V. may be served with process pursuant to the Convention Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters (the Convention) by providing the Summons and Complaint in proper form to the Central Authority, which will provide formal service upon MEXICANA de COBRE S.A. de C.V. at Kilometro 21 Carretera Nacozari Agua Prieta, 84346, Nacozari de Garcia, Mexico.

Defendant CONTROLADORA MINERA MEXICO, S.A. de C.V. is a Mexican Corporation may be served with process pursuant to the Convention on Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters (the Convention) by providing the Summons and Complaint in proper form to the Mexican Central Authority, which will provide formal service upon CONTROLADORA MINERA MEXICO, S.A. de C.V., at its headquarters at Avenue Baja California 200, Colonia Roma, 06700 Mexico City, Mexico.

Defendant AMERICAS MINING CORPORATION ("AMC") is incorporated in the State of Delaware and maintains its principal place of business at 2575 East Camelback Road, Phoenix, Arizona, 85016. AMC is a wholly owned subsidiary of defendant GRUPO AMERICA.

Defendant JP MORGAN CHASE & COMPANY f/k/a CHASE MANHATTAN BANK ("Chase") is a Delaware Corporation whose corporate headquarters are located in New York City, New York. Chase Manhattan Bank is a "legacy" company of JP Morgan Chase & Co.

Defendant ERNST & YOUNG, LLP and Defendant ERNST & YOUNG

STATE FINANCE, LLC (collectively "Ernst & Young") are limited liability companies

accounting firms with worldwide offices including offices in New York City, New York.

20. Defendants CREDIT SUISSE FIRST BOSTON, INC., a Delaware Corporation,

CREDIT SUISSE FIRST BOSTON, LLC a Delaware Limited Liability Company and CREDIT

FIRST BOSTON (USA), INC. a Delaware Corporation (collectively "CSFB") served as

financial advisor to ASARCO's Board of Directors at the time of the LBO and a commercial

bank that financially backed the LBO and profited from the transaction. CSFB does business

and regularly conducts business in New York City and the State of New York. The

corporate office of each CSFB entity is Eleven Madison Avenue, New York N.Y.

21.

Defendant GERMAN LARREA MOTA-VELASCO was the Chairman and Chief

Executive Officer of ASARCO from November 1999 and at the date of the transfer of SPCC to

AMC. He was also Chairman of the Board of SPCC and Chief Executive Officer and Chairman

of the Board of GRUPO MEXICO, and he owes a fiduciary duty to ASARCO's creditors,

including plaintiffs. Mr. Mota-Velasco may be served with process pursuant to the Convention

on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters

(Hague Convention) by providing the Summons and Complaint in proper form to the

Central Authority, which will provide formal service upon Mr. Mota-Velasco at his

place of business at Avenue Baja California 200, Colonia Roma Sur 06760 Mexico City,

22.

Defendant OSCAR GONZALEZ ROCHA was a Director of ASARCO at the

time of the transfer of SPCC to AMC. At that time he was also President, General Director and

Operating Officer of SPCC, and he owes a fiduciary duty to ASARCO's creditors,

ing plaintiffs. Mr. Rocha may be served with process at his place of business at its
place of business at 2575 East Camelback Road, Phoenix, Arizona.

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PLAINTIFF CLASS

23. The Plaintiff Class is defined as: All persons who were exposed to, inhaled, or otherwise absorbed asbestos or asbestos containing products in the course of their employment during non-occupational work projects (including but not limited to, home and office repairs, maintenance and remodeling) and/or in other ways, which were produced, sold, distributed or installed directly or indirectly by ASARCO, Inc. and have or contract asbestos related diseases. All members of the Plaintiff Class are unsecured creditors of ASARCO, entitled to judgment against the Defendants and Defendant Class who through negligent and intentional acts, fraudulently conveyed and/or facilitated the conveyance of ASARCO's principal assets which should rightfully be available to compensate the Plaintiff for injuries arising from ASARCO's tortious conduct.

DEFENDANT CLASS

24. The Defendant Class is defined as all named defendants who participated in and benefited from the liquidation of ASARCO's principal assets.

BACKGROUND ALLEGATIONS

ASARCO BEFORE THE LEVERAGED BUYOUT

25. Prior to the leveraged buyout of ASARCO by GRUPO MEXICO, ASARCO's publicly filed financial statements portrayed ASARCO as a solvent, international, publicly traded corporation, listed on the New York Stock Exchange with more than four billion dollars in assets and a low debt to asset ratio.

26. However, the Defendants, including the Officers and Directors of ASARCO, were

multiple claims against the company for environmental cleanup relating to ASARCO's
and smelting operations in the United States and thousands of asbestos related personal
claims stemming from the operation of ASARCO's own facilities and those of two of
ASARCO's subsidiaries Capco Pipe Company (asbestos product manufacturer and distributor)
and Amiante du Quebec (LAQ) (asbestos mining operation).

Taking these present and anticipated creditor claims into account, ASARCO was
facing insolvency prior to the LBO.

ASARCO's Directors decided to sell the company. The Directors, all insiders and
ASARCO, entertained and accepted tender offers from Phelps Dodge
and defendant GRUPO MEXICO.

The sale of ASARCO and the liquidation of the company's principal assets prior
to the settlement of its environmental claims, including asbestos claims, and its other anticipated
creditor claims, unlawfully favored shareholders at the expense of creditors including

OVERVIEW OF GRUPO MEXICO'S TENDER OFFER AND INTEGRATED PLAN OF LIQUIDATION

GRUPO MEXICO offered to purchase ASARCO's stock for cash through a
tender buyout. GRUPO MEXICO's tender offer consisted of \$29.75 per share, a guarantee of
funds from Chase and other lenders including CSFB to ASARCO to repurchase its own stock
in the amount of \$1.2 billion dollars in "pre-existing corporate debt." GRUPO MEXICO's
offer did not, however, involve actually paying-off all of ASARCO's "pre-existing corporate

GRUPO MEXICO would then force ASARCO to become responsible for the loan

and the other lenders, requiring ASARCO (rather than GRUPO MEXICO) to pay for its debt by GRUPO MEXICO. ASARCO was thus forced to repay the loans made to GRUPO MEXICO by cannibalizing itself through the sale of its own assets.

As for the "pre-existing corporate debt" most of the debt was not owed or by ASARCO. This debt was SPCC's, and it arose out of an expansion project of copper mining operations. Nevertheless, upon information and belief, GRUPO MEXICO also required that assets of ASARCO be liquidated to pay down SPCC's debt. By having used its own assets to pay down SPCC's debt, ASARCO transferred its SPCC debt to GRUPO MEXICO for unreasonably small consideration.

GRUPO MEXICO'S PURCHASE AND PRIVATIZATION OF ASARCO

In November 1999, GRUPO MEXICO purchased ASARCO in a "bust up"

wherein the non-mining assets of ASARCO were sold to finance the purchase.

The acquisition of ASARCO by GRUPO MEXICO was accomplished through the tender/share repurchase of ASARCO's stock. Prior to its tender offer, GRUPO MEXICO, through its subsidiary, acquired slightly more than 9% of the outstanding ASARCO common stock and was the company's largest, single shareholder. As ASARCO repurchased its own stock, GRUPO MEXICO's ownership interest in ASARCO increased.

In connection with the acquisition, GRUPO MEXICO caused ASARCO to merge with a GRUPO MEXICO merger subsidiary with "ASARCO" being the survivor. GRUPO MEXICO's ASARCO stock was then transferred to another holding company, defendant American Mining Corporation (AMC).

After redemption/share repurchase of the other ASARCO shareholders, GRUPO MEXICO privatized ASARCO in anticipation of liquidating its non-mining assets. ASARCO

delisted from the New York Stock Exchange, and ASARCO was no longer required to

financial reports.

In a series of related, integrated and designed transactions, GRUPO MEXICO acquired ASARCO by means of a leveraged buyout for less than fair consideration, without good cause and in derogation of creditors' rights, including plaintiffs'.

GRUPO MEXICO's acquisition costs for the purchase of ASARCO were paid in part by money borrowed by ASARCO. In November 1999, GRUPO MEXICO negotiated with Chase Bank to obtain financing to redeem ASARCO's stock.

To pay initial acquisition costs, GRUPO MEXICO caused ASARCO (through the MEXICO merger subsidiary) to borrow eight hundred seventeen million dollars (\$170,000,000) ("acquisition loan") from defendant Chase.

Chase also set up and syndicated a four hundred fifty million dollar (\$450,000,000) revolving line of credit for ASARCO which added to the company's debt load and increased its interest expense.

As collateral, ASARCO pledged its ownership interest in SPCC, Enthone-OMI, and related companies (collectively "Enthone") and American Limestone Company and other companies (collectively "American Limestone"). (SPCC, Enthone and American Limestone are collectively referred to herein as "ASARCO's principal assets"). As a part of GRUPO MEXICO's acquisition and in anticipation of transfer to GRUPO MEXICO, ASARCO transferred its SPCC stock in a wholly owned subsidiary and holding company, Southern Peru Copper Corporation ("SPHC"). At the time of acquisition, ASARCO owned approximately 100% of the voting stock of SPCC.

Chase and the other participating banks expected to be paid, and were paid, as